

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., <i>et al.</i> ,)	Case No. 01-1139 (KJC)
)	Jointly Administered
Debtors.)	

**ORDER GRANTING FINAL APPLICATION OF
NORTON ROSE FULBRIGHT CANADA LLP
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS SPECIAL COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM OCTOBER 17, 2006 THROUGH TO FEBRUARY 3, 2014**

Norton Rose Fulbright Canada LLP ("NR"), as Special Counsel to the debtors and the debtors in possession (the "Debtors"), filed a final application for allowance of compensation and reimbursement of expenses for October 12, 2006 through February 3, 2014 (the "Final Application"). The Court has reviewed the Final Application and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Final Application, and any hearing on the Final Application, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Final Application. Accordingly, it is hereby

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food' N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a. British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Ogilvy Renault LLP joined the Norton Rose Group on June 1, 2011 to continue as Norton Rose OR LLP. On January 1, 2012 Macleod Dixon LLP joined the Norton Rose Group and, as such, Norton Rose OR LLP and Macleod Dixon changed their names to continue as Norton Rose Canada LLP. On June 1, 2013 Fulbright & Jaworski LLP joined the Norton Rose Group, and, as such, Norton Rose Canada LLP has changed its names to continue as Norton Rose Fulbright Canada LLP.

ORDERED that the Final Application is GRANTED on a final basis. Debtors shall pay to NR the sum of \$2,214,457.00 as compensation and \$145,161.56 as reimbursement of expenses, for a total of \$2,359,618.56 for services rendered and disbursements incurred by NR for the period October 17, 2006 through February 3, 2014, less any amounts previously paid in connection with the monthly fee applications.

ORDERED that to the extent NR has incurred fees and expenses in addition to the foregoing, NR may file one or more supplemental fee applications by following the interim compensation procedures set forth in the Administrative Order and Amended Administrative Order and submitting a certificate of no objection and order to the Court for final approval of such fees and expenses as may be reflected in any such supplemental fee application.

Dated: _____

Honorable Kevin J. Carey
United States Bankruptcy Judge